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-and-

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
THE GREAT ATLANTIC & PACIFIC	:	Case No. 10-24549 (RDD)
TEA COMPANY, INC., <i>et al</i>	:	
	:	(Jointly Administered)
	:	
Debtors.	:	
	:	
N. PROVIDENCE, LLC,	:	
	:	
Appellant,	:	
	:	
THE GREAT ATLANTIC & PACIFIC	:	Adversary Proceeding No.
TEA COMPANY, INC.	:	11-08306 (RDD)
	:	
Appelle.	:	
	:	

**STATEMENT OF ISSUES AND DESIGNATION OF RECORD ON
APPEAL OF N. PROVIDENCE, LLC FROM
ORDERS ENTERED BY THE BANKRUPTCY COURT**

In accordance with Rule 8006 of the Federal Rules of Bankruptcy Procedure, N. Providence, LLC ("NP"), Appellant in the above-referenced adversary proceeding, hereby submits the following statement of issues to be presented and designation of record items to be included in the record on appeal to the United States District Court for the Southern District of New York in connection with the Notice of Appeal filed by N. Providence, LLC in the above-captioned case on July 3, 2013.

STATEMENT OF ISSUES ON APPEAL

1. Did the Bankruptcy Court err in granting summary judgment to The Great Atlantic & Pacific Tea Company, Inc. ("A&P") and denying NP's cross-motion for summary judgment when finding that A&P was permitted to withhold all Rent and Charges for the entire period that A&P had not assumed the Lease and during which NP had not paid the \$1.9 million Construction Allowance, plus interest, under the Lease entered into on June 26, 2007, and amended on October 23, 2009:
2. Did the Bankruptcy Court err in granting summary judgment to A&P and denying NP's cross-motion for summary judgment when finding that NP was not entitled to a credit against the amount of the Construction Allowance (and interest at the "Lease Rate") for Rent and Charges abated during the period from December 23, 2010 through the date on which the Construction Allowance, plus interest, was paid in full on September 29, 2011.
3. Did the Bankruptcy Court err in granting summary judgment to A&P and denying NP's summary judgment motion when it ruled that A&P is not liable to NP for Rent or Charges under the Lease for the period during which NP had not paid the \$1.9 million Construction Allowance and interest thereon when finding that Section 7 of the Lease -- as interpreted by the Court -- was an enforceable forfeiture and not an unenforceable liquidated damage provision or forfeiture under New Jersey law.

4. Did the Bankruptcy Court err in finding that NP waived its claim to the Third Quarter 2011 taxes owing under the Lease in the amount of \$66,669.35 because it did not timely assert a cure claim under 11 U.S.C. § 365.

5. Did the Bankruptcy Court err in finding that A&P could abate the Third Quarter 2011 taxes under the Lease for purposes of section 7.G in finding that such obligation was a Charge.

DESIGNATION OF RECORD ITEMS FOR APPEAL

Designation No.	Date of Filing	ECF No.	Description
1.	06/28/2011	1	Adversary Case 11-08306 Complaint against A&P.
2.	07/28/2011	6	Defendant's Motion for Judgment on the Pleadings on Count One of NP's Adversary Complaint pursuant to Federal Rule of Civil Procedure 12(c) and Federal Rule of Bankruptcy Procedure 7012(b).
3.	8/9/2011	9	NP's Opposition to A&P's Motion for Judgment on the Pleadings on Count One of NP's Adversary Complaint pursuant to Federal Rule of Civil Procedure 12(c) and Federal Rule of Bankruptcy Procedure 7012(b), and Affirmation of Jonathan D. Clemente with supporting Exhibits.
4.	8/9/2011	10	NP's Cross Motion for Summary Judgment.
5.	9/9/2011	11	A&P's Reply in support of its Motion for Judgment on the Pleadings on Count One and A&P's Opposition to NP's Cross Motion for Summary Judgment.
6.	9/19/2011	13	NP's Reply to A&P's Opposition to NP's Cross Motion for Summary Judgment.
7.	9/28/2011	14	Transcript regarding Hearing held on 9/26/2011 regarding A&P's Motion for Judgment on the Pleadings on Count One of NP's Complaint.
8.	10/26/2011	15	A&P's Supplemental Brief regarding enforceability of Liquidated Damages under New Jersey law.

9.	10/26/2011	16	NP's Supplemental Brief regarding enforceability of Liquidated Damages under New Jersey law.
10.	3/8/2013	18	Order signed March 8, 2012 (1) granting in part and denying in part A&P's Motions for Judgment on the Pleadings on Count One of NP's Adversary Complaint; (2) Denying NP's Cross-Motion for Summary Judgment on Count One of its Adversary Complaint; and (3) Granting Defendant's Motion to Dismiss on Count Two of NP's Adversary Complaint.
11.	10/16/2012	20	NP's Motion for Summary Judgment on Count One of the Adversary Complaint and Affirmation of Jonathan D. Clemente with supporting Exhibits.
12.	12/7/2012	21	A&P's Opposition to NP's Motion for Summary Judgment on Count One of the Adversary Complaint.
13.	12/7/2012	22	A&P's Statement of Undisputed Facts in support of Opposition to NP's Motion for Summary Judgment on Count One of the Adversary Complaint.
14.	12/7/2012	23	Declaration of Timothy Huttleston in support of A&P's Opposition to NP's Motion for Summary Judgment on Count One of the Adversary Complaint.
15.	12/18/2012	25	Transcript regarding Hearing held on 12/14/2012 regarding NP's Motion for Summary Judgment on Count One of Adversary Complaint.
16.	1/17/2013	26	A&P's Motion for Summary Judgment on Count One of the Adversary Complaint.
17.	1/17/2013	27	A&P's Memorandum of Law in Support of Motion for Summary Judgment on Count One of the Adversary Complaint.
18.	1/17/2013	28	A&P's Statement of Undisputed Facts in support of Motion for Summary Judgment on Count One of the Adversary Complaint.
19.	4/20/2013	30	NP's Opposition to A&P's Motion for Summary Judgment on Count One of the Adversary Complaint.
20.	4/25/2013	31	A&P's Reply in support of Motion for Summary Judgment on Count One of the Adversary Complaint.

21.	5/17/2013	33	NP's Supplemental Briefing regarding Taxes Owed in support of Opposition to A&P's Motion for Summary Judgment on Count One of the Adversary Complaint, the Affirmation of Alicia Sette with supporting Exhibits and the Affirmation of Jonathan D. Clemente with supporting Exhibits.
22.	5/17/2013	34	A&P's Supplemental Briefing regarding Taxes Owed in support of A&P's Motion for Summary Judgment on Count One of the Adversary Complaint.
23.	5/17/2013	35	Declaration of Matthew Bennett in support of A&P's Supplemental Briefing regarding Taxes Owed in support of A&P's Motion for Summary Judgment on Count One of the Adversary Complaint.
24.	6/21/2013	36	Order signed on June 21, 2013 (1) granting Summary Judgment to A&P; (2) denying NP Summary Judgment motion; and (3) Fixing Cure Claim for Taxes.
25			Transcript regarding Hearing held on April 30, 2013 regarding A&P's Motion for Summary Judgment on Count One of Adversary Complaint.

Respectfully Submitted,

/s/ Jessie Christine Basner

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Dated: July 17, 2013